



LG&E Energy LLC
220 West Main Street (40202)
P.O. Box 32030
Louisville, KY 40232

January 26, 2004

Mr. Thomas M. Dorman
Executive Director
Public Service Commission of Kentucky
211 Sower Boulevard
P.O. Box 615
Frankfort, Kentucky 40602

RECEIVED

JAN 27 2004

REGISTRATION

Re: Louisville Gas and Electric Company (Case No. 2003-00300)

Dear Mr. Dorman:

Pursuant to Ordering Paragraph No. 6 of the Commission's Order in the aforementioned proceeding, Louisville Gas and Electric Company ("LG&E") hereby files an original and three (3) copies of information related to an issuance under said Order.

On January 15, 2004 LG&E borrowed \$25 million from Fidelia Corporation in accordance with the order issued September 22, 2003 in the above-referenced case. The details of the loan are shown below:

Borrower:	Louisville Gas and Electric Company
Lender:	Fidelia Corporation
Amount:	\$25 million
Maturity Date:	January 16, 2012
Interest Rate:	4.33%
Price Paid:	100%
Proceeds:	\$25 million
Commissions Paid:	None
Legal Costs:	None thus far – there are recording fees to be paid
Security for Loan:	Second lien on Equipment
Interest Payments:	July 15 and January 15 commencing July 15, 2004

January 26, 2004

Mr. Thomas Dorman, Executive Director
Kentucky Public Service Commission
Page Two

The interest rate was set using the lowest rate quoted to LG&E at .62% above the yield on the eight-year treasury note (3.71%). The supporting price indications from three investment banks is attached along with a copy of a page from Bloomberg showing the yield on the treasury bond on January 15. The average rate quoted to E.ON AG by the investment banks was higher than the lowest bid quoted to LG&E, and Fidelia agreed to match the pricing offered to LG&E. Once again, the supporting price indications are attached. The bids are summarized in the table below:

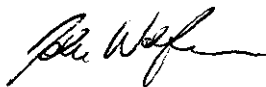
	LG&E Pricing	E.ON AG Pricing
Low bid above eight-year treasury	.62%	
Eight-year treasury rate	3.71%	
All-in cost	4.33%	
Average Bid above seven-year treasury		.89%
Seven-year treasury rate		3.50%
All-in cost		4.39%

The proceeds of the loan were used to repay the balance outstanding under the accounts receivable securitization program that was terminated on January 16, 2004.

Please confirm your receipt of this information by placing the File Stamp of your Office on the enclosed additional copy and returning it in the envelope provided.

Should you have any questions regarding this transaction or this information, please contact me at 502-627-4110 or contact Don Harris at 502-627-2021.

Sincerely,



John Wolfram

cc: Dan Arbough
Kendrick Riggs – Ogden, Newell, and Welch

<HELP> for explanation, <MENU> for similar functions.

P226 Govt HP

BGN/NY/CLOSE/MID/YTW

Page 1 / 3

US TREASURY N/B T 5 02/15/11

109-13+ /109-15+ (3.48 /48) BGN @ 7:05

Range **7/16/03** to **1/16/04**

Source **BGN**

HI **109-22** ON **10/ 1/03**

Period **D** Daily

AVE **107.18**

Market **M** Mid/Last

LOW **104-17** ON **9/ 2/03**

DATE	PRICE	YIELD	DATE	PRICE	YIELD	DATE	PRICE	YIELD
F 1/16	109-14+	3.480	F 12/26	108-03	3.698	F 12/ 5	107-14+	3.804
T 1/15	109-10+	3.501	T 12/25	107-26+	3.740	T 12/ 4	106-13+	3.964
W 1/14	109-09+	3.506	W 12/24	107-26+	3.740	W 12/ 3	106-04	4.011
T 1/13	109-09	3.509	T 12/23	107-07	3.834	T 12/ 2	106-08	3.992
M 1/12	108-22+	3.598	M 12/22	107-27+	3.736	M 12/ 1	106-06+	3.999
F 1/ 9	108-23+	3.593	F 12/19	108-03	3.700	F 11/28	106-20+	3.932
T 1/ 8	107-15+	3.787	T 12/18	108-05	3.692	T 11/27	107-09	3.834
W 1/ 7	107-17	3.780	W 12/17	107-28+	3.733	W 11/26	107-09	3.834
T 1/ 6	107-10+	3.812	T 12/16	107-23+	3.758	T 11/25	107-24	3.763
M 1/ 5	106-19	3.927	M 12/15	107-13+	3.806	M 11/24	107-14+	3.809
F 1/ 2	106-19+	3.925	F 12/12	107-18	3.785	F 11/21	108-00	3.726
T 1/ 1	107-16+	3.785	T 12/11	107-20+	3.774	T 11/20	108-04+	3.706
W 12/31	107-16+	3.785	W 12/10	106-30	3.883	W 11/19	107-18	3.794
T 12/30	107-13	3.803	T 12/ 9	106-20	3.931	T 11/18	108-08	3.690
M 12/29	107-15	3.794	M 12/ 8	107-08	3.835	M 11/17	107-29+	3.740

Australia 61 2 9777 8600

Brazil 5511 3048 4500


Europe 44 20 7330 7500

Germany 49 69 920410

Hong Kong 852 2977 6000 Japan 81 3 3201 8900 Singapore 65 6212 1000 U.S. 1 212 318 2000

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 **bloomberg**
L.P.

<HELP> for explanation, <MENU> for similar functions.

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BGN/NY/CLOSE/MID/YTW

Page 1 / 3

US TREASURY N/B T 4 % 02/15/12 108-02 /108-04

(3.71 /70) BGN @ 8:14

Source **BGN**

HI 108-08+ ON 10/ 1/03

Range **7/15/03** to **1/15/04**

Period **D** Daily

AVE 105.64

Market **M** Mid/Last

LOW 102-28 ON 9/ 2/03

DATE	PRICE	YIELD	DATE	PRICE	YIELD	DATE	PRICE	YIELD
F			F 12/26	106-22+	3.904	F 12/ 5	106-00+	4.005
T 1/15	108-03	3.706	T 12/25	106-13+	3.944	T 12/ 4	104-29+	4.159
W 1/14	107-30	3.728	W 12/24	106-13+	3.944	W 12/ 3	104-19+	4.204
T 1/13	107-27	3.742	T 12/23	105-25+	4.032	T 12/ 2	104-24+	4.182
M 1/12	107-08	3.824	M 12/22	106-15+	3.936	M 12/ 1	104-24+	4.182
F 1/ 9	107-09	3.820	F 12/19	106-24+	3.897	F 11/28	105-07+	4.116
T 1/ 8	105-31	4.004	T 12/18	106-26+	3.889	T 11/27	105-28+	4.025
W 1/ 7	106-01	3.996	W 12/17	106-15+	3.937	W 11/26	105-28+	4.025
T 1/ 6	105-25+	4.029	T 12/16	106-09	3.966	T 11/25	106-11+	3.960
M 1/ 5	105-00	4.142	M 12/15	105-30+	4.012	M 11/24	106-01	4.006
F 1/ 2	105-01+	4.136	F 12/12	106-02+	3.995	F 11/21	106-19	3.928
T 1/ 1	106-01	3.997	T 12/11	106-04+	3.987	T 11/20	106-22+	3.914
W 12/31	106-01	3.997	W 12/10	105-14	4.085	W 11/19	106-03	3.998
T 12/30	105-29+	4.013	T 12/ 9	105-04	4.130	T 11/18	106-26+	3.897
M 12/29	106-00+	4.000	M 12/ 8	105-25	4.038	M 11/17	106-14+	3.949

Australia 61 2 9777 8600

Brazil 5511 3048 4500

Europe 44 20 7330 7500

Germany 49 69 920410

Hong Kong 852 2977 6000 Japan 81 3 3201 8900 Singapore 65 6212 1000 U.S. 1 212 318 2000 Copyright 2004 Bloomberg L.P.

6818-37-0 15-Jan-04 8:14:23

Indicative pricing for Louisville G&E and Kentucky Utilities as of 1/13/04

Louisville Gas & Electric

First Mortgage Bond Ratings: A1/A-

Issue Size: \$25 million

Maturity (Years)	2	3	5	7	8	10	30
Pricing Index	UST 1.625% due 10/05	UST 2.625% due 11/06	UST 3.375% due 11/08	UST 5.000% due 2/11	UST 4.875% due 2/12	UST 4.250% due 11/13	UST 5.375% due 2/31
Index Yield (As of 8:44 AM EST)	1.66%	2.10%	3.05%	3.59%	3.80%	4.09%	4.99%
Credit Spread (bps)	36 area	55 area	48 area	50 area	53 area	60 area	75 area
Reoffer Yield	2.02%	2.65%	3.53%	4.09%	4.33%	4.69%	5.74%
Swap Spread (bps)	32	47	36	36	34	37	NA
Fixed Swapped to Floating ⁽¹⁾ 3mL +	4 area	9 area	12 area	14 area	19 area	24 area	NA
Standard Gross Fees	\$2.50	\$3.50	\$6.00	\$6.25	\$6.25	\$6.50	\$8.75
Net Interest Cost	2.15%	2.77%	3.66%	4.19%	4.42%	4.77%	5.80%
All-In Fixed Spread (bps)	49	67	61	60	62	68	81

Kentucky Utilities

Senior Unsecured Ratings: A2/BBB+

Issue Size: \$50 million

Maturity (Years)	2	3	5	7	8	10	30
Pricing Index	UST 1.625% due 10/05	UST 2.625% due 11/06	UST 3.375% due 11/08	UST 5.000% due 2/11	UST 4.875% due 2/12	UST 4.250% due 11/13	UST 5.375% due 2/31
Index Yield (As of 8:44 AM EST)	1.66%	2.10%	3.05%	3.59%	3.80%	4.09%	4.99%
Credit Spread (bps)	56 area	75 area	68 area	70 area	73 area	80 area	95 area
Reoffer Yield	2.22%	2.85%	3.73%	4.29%	4.53%	4.89%	5.94%
Swap Spread (bps)	32	47	36	36	34	37	NA
Fixed Swapped to Floating ⁽¹⁾ 3mL +	24 area	29 area	32 area	34 area	39 area	44 area	NA
Standard Gross Fees	\$2.50	\$3.50	\$6.00	\$6.25	\$6.25	\$6.50	\$8.75
Net Interest Cost	2.35%	2.97%	3.86%	4.39%	4.62%	4.97%	6.00%
All-In Fixed Spread (bps)	69	87	81	80	82	88	101

Redemption: Either Non-Callable for Life or at a "Make-Whole" to USTs

(1) 3mL = 1.12%

Arbough, Dan

From: Hiller, Howard L [FI]
Sent: Tuesday, January 13, 2004 9:42 AM
To: Arbough, Dan
Cc: Horne, Elliott
Subject: RE: Indicative Pricing

Dan :

There are a lot of 2012 bonds around; including ComEd 6.15 3/1/2012. They are all quoted off of 10-year -- note 8-year Treasury is about 25 bp lower.

For consistency with market practice we would quote these levels off of the benchmark 10-year with a correspondingly tighter spread.

Please note disclaimer language below.

Borrower: Louisville Gas and Electric
Amount: \$25 million
Term: 8 years
Security: First Mortgage Bond (A1/A- rating)

Benchmark: 10-year Treasury

Reoffer Spread: T+ 45 bp

All-In Spread: T+55 bp

Borrower: Kentucky Utilities
Amount: \$50 million
Term: 8 years
Security: Senior Unsecured (A2/BBB+ rating)

Benchmark: 10-year Treasury

Reoffer Spread: T+ 55 bp

All-In Spread: T+65 bp

Please call me if you need further information.

Howard Hiller

Managing Director

Fixed Income Capital Markets

Citigroup Global Markets Inc.

390 Greenwich Street, 4th Floor

New York, NY 10013

1/13/2004

**Louisville Gas and Electric
Kentucky Utilities
Indicative Pricing Levels**

15 JANUARY 2004



**WACHOVIA
SECURITIES**

Indicative Pricing Levels

Louisville Gas and Electric as of 01/15/2004

	Institutional
Maturity	8 year
Structure	Senior Notes
Pay Frequency	Semi-Annual
Benchmark Treasury	US Treasury 4.875% Feb. 2012
Treasury Yield (%)	3.75
Reoffer Spread over Comp Treasury	75
Coupon (%)	4.50 area
Underwriting Fee (%)	.625
Proceeds to Company	\$99.375
All-In-Cost (%)	4.59

Kentucky Utilities as of 01/15/2004

	Institutional
Maturity	8 year
Structure	Senior Notes
Pay Frequency	Semi-Annual
Benchmark Treasury	US Treasury 4.875% Feb. 2012
Treasury Yield (%)	3.75
Reoffer Spread over Comp Treasury	90
Coupon (%)	4.65 area
Underwriting Fee (%)	.625
Proceeds to Company	\$99.375
All-In-Cost (%)	4.74

Arbough, Dan

From: Heintzen, Lioba [Lioba.Heintzen@eon.com]
Sent: Thursday, January 15, 2004 8:31 AM
To: Arbough, Dan; Fidelia (E-Mail)
Subject: Spread ABN

Importance: High

-----Ursprüngliche Nachricht-----
Von: hussain.hussain@uk.abnamro.com
[mailto:hussain.hussain@uk.abnamro.com]
Gesendet: Mittwoch, 14. Januar 2004 15:18
An: Heintzen, Lioba
Betreff: 8 year US\$ Levels
Wichtigkeit: Hoch

Dear Ms Heintzen,

Further to your request, please find below indicative pricing for E.ON for a 8 year USD transaction:

- 1) re-offer spread vs. mid-swaps = + 35 bp (all in: mid-swaps + 42 bp)
- 2) re-offer spread vs the 7 year treasury note (UST 5.00% February 2011)
= + 90 bp (all in T + 97 bp)

Please do not hesitate to contact me if you have any queries

Kind regards,

Hussain Hussain
German Corporate Origination
ABN AMRO
250 Bishopsgate
London EC2M 4AA
UK

Phone: +44 (0) 207 678 8710
Fax: +44 (0) 207 678 3597
Mobile +44 (0) 7901 515 728

Hypothetical pricing for a 8-year US\$ placement (14 January 2004)

The table below shows hypothetical pricing for E.ON. Note that this amount would be unusually small for an actual placement to take place

Issuer / ratings:	E.ON entity guaranteed by E.ON AG (rated A1 stable / AA- negative outlook)
Maturity:	8 years
US Treasury yield (% s.a.):	3.59 (UST due Feb 2011)
US\$ mid swap rate (% s.a.):	4.08
Re-offer spread vs. UST (bp):	+75 area
Re-offer spread vs. mid swaps (bp):	+26 area
Re-offer yield (% s.a.):	4.34 area
Coupon (% s.a.):	4.375
Fees (%):	0.25
All-in cost in fixed rate (% s.a.):	4.38 area
All-in spread vs. UST (bp):	+79 area
All-in spread vs. US\$ mid swaps (bp):	+30 area

BARCLAYS

Arbough, Dan

From: Heintzen, Lioba
Sent: Thursday, January 15, 2004 8:31 AM
To: Fidelia (E-Mail); Arbough, Dan
Subject: Spread Morgan Stanley

-----Ursprüngliche Nachricht-----

Von: Rode, Christoph (GCM) [mailto:Christoph.Rode@morganstanley.com]
Gesendet: Mittwoch, 14. Januar 2004 16:21
An: Heintzen, Lioba
Betreff: 8y Private Placement

Dear Ms Heintzen,

Thank you for your recent enquiry. We estimate E.ON AG's all-in funding cost for a \$50m 8-year private placement to be as follows:

Mid Swaps + 34 basis points
Treasuries (5.00% Feb-11) + 90 basis points

These valuation estimates are indicative and are not an offer to purchase or sell any instrument or enter into, transfer and assign, or terminate any transaction, or a commitment by Morgan Stanley to make such an offer.

Please do not hesitate to contact us with any questions.

Kind regards,

Christoph Rode

Morgan Stanley
20 Cabot Square | Canary Wharf | London, E14 4QW
Phone: +44 20 7677-9928
Christoph.Rode@morganstanley.com

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1/16/2004